UNITED STATES DISTRICT COURT DISTRICT OF NEW JERSEY - NEWARK VICINAGE

CAROLYN SWIFT JONES, NICOLE STONE, for themselves and all others similarly situated,	: :
Plaintiffs,	: CIVIL ACTION
v.	: C.A. NO.: 2:11-CV-06887
SPRINT COMMUNICATIONS COMPANY, L.P., QWEST COMMUNICATIONS COMPANY, LLC and LEVEL 3 COMMUNICATIONS, LLC,	: : AFFIDAVIT IN SUPPORT OF : MOTION FOR LEAVE TO APPEAR : PRO HAC VICE
Defendants.	: : :
STATE OF COLORADO)	

CITY AND) SS:
COUNTY OF DENVER)

Pursuant to L. Civ. R. 101.1(c), duly sworn, I declare under oath that the following facts are true, to the best of my knowledge, information and belief:

- 1. My full name is Michael B. Carroll. I make this Affidavit in support of my application for pro hac vice admission pursuant to L. Civ. R. 101.1 (c).
- 2. I practice under the following firm name or letterhead:

Name: Sherman & Howard L.L.C.

Address: 633 Seventeenth Street, Suite 3000

Denver, Colorado 80202

Telephone: (303) 297-2900

Facsimile: (303) 298-0940

Email Address: mcarroll@shermanhoward.com

3. In accordance with L. Civ. R. 101.1 (c), I note that I have been admitted to practice in the following courts:

Court	Date of Admission	Bar Number
Courts of the State of Colorado 633 17 th Street, Suite 1300 Denver, CO 80202	10/25/1989	18736
U.S. District Court, District of Colorado 901 19 th Street Denver, CO 80294	11/20/1989	N/A
10 th Circuit Court of Appeals The Byron White U.S. Courthouse 1823 Stout Street Denver, CO 80257	6/19/1992	N/A
Colorado Supreme Court 101 W. Colfax Avenue Suite 800 Denver, CO 80203	10/30/2006	N/A

- 4. I have reviewed L. Civ. R. 101.1 (c) and agree to comply with the Rule. Pursuant to that Rule, my clients have previously retained local counsel to assist in the representation in this case and I agree that local counsel will file all papers, enter appearances, sign stipulations or sign and receive payments on judgments, decrees or orders.
- 5. I consent to the exercise of disciplinary jurisdiction over any alleged misconduct that occurs during the progress of this case.

- 6. I am in good standing in all bars of which I am a member.
- 7. No disciplinary or grievance proceedings have been previously filed against me.
- 8. No disciplinary or grievance proceedings are pending against me in any jurisdiction.
- 9. I have not been charged in any Court of the United States or of any state, territory or possession of the United States with the commission of a felony or unprofessional conduct.
- 10. I am contemporaneously submitting a registration to receive electronic notification by completing the Court's Electronic Filing Registration Form. I understand I will receive system-generated notices of electronic filing.

Mela B. CARROLL

Subscribed and sworn to before me, a notary public, on January /2, 2012.

NOTARY PUBLIC

My commission expires: 1/29/2

SES. DANS